

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Oakwood Homes Corporation, et al.,

Debtors.

Chapter 11

Case No. 02-13396 (PJW)

OHC Liquidation Trust,

Plaintiff,

v.

Adv. Proc. No. 04-57060 (PJW)

Credit Suisse (f/k/a Credit Suisse First Boston, a Swiss banking corporation), Credit Suisse Securities (USA), LLC (f/k/a Credit Suisse First Boston LLC), Credit Suisse Holdings (USA), Inc. (f/k/a Credit Suisse First Boston, Inc.), and Credit Suisse (USA), Inc. (f/k/a Credit Suisse First Boston (U.S.A.), Inc.), the subsidiaries and affiliates of each, and Does 1 through 100,

Defendants.

Civil Action No. 07-799 (JJF)

DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT

Defendants Credit Suisse (f/k/a Credit Suisse First Boston, a Swiss banking corporation), Credit Suisse Securities (USA), LLC (f/k/a Credit Suisse First Boston LLC), Credit Suisse Holdings (USA), Inc. (f/k/a Credit Suisse First Boston, Inc.), and Credit Suisse (USA), Inc. (f/k/a Credit Suisse First Boston (U.S.A.), Inc.) (collectively, "Defendants"), by and through their undersigned counsel, hereby move this Court pursuant to Federal Rule of Civil Procedure 56 for an order granting the Debtors' motion for partial summary judgment and dismissing the breach of fiduciary duty, negligence and implied contract counterclaims (counterclaim counts 1, 2 and 9,

respectively) brought by the OHC Liquidation Trust in their Complaint [Bnk. Dkt. No. 1] (the "SJ Motion").

In support of their SJ Motion, the Defendants rely upon the accompanying (i) Opening Brief in Support of Defendants' Motion for Partial Summary Judgment and (ii) the Declaration of Kate Z. Machan in Support of Defendants' Motion for Partial Summary Judgment.

WHEREFORE, the Defendants respectfully request that the Court enter an Order substantially in the form of the proposed order attached hereto as Exhibit A, and grant such other and further relief as the Court deems just and proper.

Dated: February 29, 2008
Wilmington, Delaware

Respectfully submitted,



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Attorneys for Defendants

EXHIBIT A

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Defendants.

Civil Action No. 07-799 (JJF)

**ORDER GRANTING DEFENDANTS'
MOTION FOR PARTIAL SUMMARY JUDGMENT**

Upon consideration of the Defendants' Motion for Partial Summary Judgment (the "SJ Motion") filed by Credit Suisse (f/k/a Credit Suisse First Boston, a Swiss banking corporation), Credit Suisse Securities (USA), LLC (f/k/a Credit Suisse First Boston LLC), Credit Suisse Holdings (USA), Inc. (f/k/a Credit Suisse First Boston, Inc.), and Credit Suisse (USA), Inc. (f/k/a Credit Suisse First Boston (U.S.A.), Inc.) (collectively, "Defendants") and any opposition thereto; and the Court having determined that the legal and factual bases set forth in the SJ Motion establish just cause for the relief requested therein; and the Court having determined that

the material facts underlying the Motion are not in dispute and trial on the merits of these counts therefore is not necessary;

IT IS HEREBY ORDERED THIS _____ DAY OF _____, 2008 THAT:

1. The SJ Motion is GRANTED.
2. Judgment is hereby entered in favor of the Defendants on counterclaim counts 1 and 2, and the implied contract portion of counterclaim count 9 of the Plaintiff's Complaint.
3. Counterclaim counts 1 and 2, and the implied contract portion of counterclaim count 9 of the Complaint are hereby dismissed with prejudice.

THE HONORABLE JOSEPH J. FARNAN, JR.

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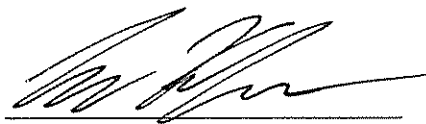
CERTIFICATE OF SERVICE

I hereby certify that on February 29, 2008, I caused the **Defendants' Motion for Partial Summary Judgment** to be electronically filed with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following party, who was also served via hand delivery and via electronic mail:

Marla R. Eskin, Esq.
Campbell & Levine
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Suite 300
Wilmington, DE 19801

I hereby certify that on February 29, 2008, the foregoing document was sent via electronic mail and via federal express to the following non-registered participant:

Tony Castanares, Esq.
Stephen M. Ray, Esq.
Carol Chow, Esq.
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